

GATX

No. 6-128A016

GATX CORPORATION

DateMAY 8 1986

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

Fee \$10.00

ICC Washington, D. C.

LAW DEPARTMENT

May 6, 1986

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20006

RECORDATION NO. 4451-K
FILE 1425

MAY 8 1986 -9 20 AM

RE: General American Transportation Corporation **INTERSTATE COMMERCE COMMISSION**
Equipment Trust Series 64

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of March 31, 1986, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 27, 1967 under Recordation No. 4451.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.
5 Hanover Square
New York, New York 10043
Attn: Ronald L. Pierce

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attn: Robert W. Mitchell

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso

Enc

/jma
3989D

Mary J. Voulton
Janice M. Alonso

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

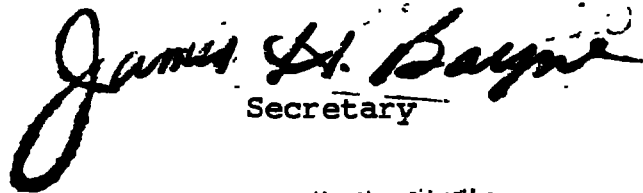
5/8/86

Janice M. Alonso
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/8/86 at 9:20am and assigned recordation number(s) ~~4451-A~~ 5887-M, 6322-I & 8100-E

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 64

RECORDATION *HYST-K* FILE 1428

MAY 8 1986 -9 22 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MARCH 31, 1986
TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1967

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of March 31, 1986 by and between Citibank, N.A. , as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of August 1, 1967 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 64, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on July 27, 1967, Recordation No. 4951; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

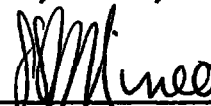
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

- (a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of March 31, 1986.

CITIBANK, N.A., TRUSTEE

By: _____



S.D. MINEO

SENIOR TRUST OFFICER

ATTEST:



ROBERT FRIER

TRUST OFFICER

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: _____



Robert W. Mitchell

Vice President and Treasurer

ATTEST:


Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 28th day of April 1986, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he is SENIOR TRUST OFFICER of Chibank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia C. Tampcl
Notary Public

PATRICIA C. TAMPCL
Notary Public, State of New York
No. 24-01TA4859889
Qualified in Kings County
Certificate Filed in New York County
Term Expires March 30, 1987

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 3/31/86, before me personally appeared Robert W. Mitchell, to me personally known, who, being by me duly sworn, said that he is Vice President and Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David L. D. S.
Notary Public

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 64
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	6,000	GATX 54446.	\$15,338.00	\$15,146.00	\$ 15,146.00	9-1960	9-1960
1 Tank Car	DOT 103A-W	8,000	GATX 81066.	11,474.00	10,069.00	10,069.00	4-1959	4-1959
1 Tank Car	DOT 103AL-W	4,000	GATX 75097.	14,163.00	10,890.00	10,890.00	8-1958	8-1958
3 Tank Cars	DOT 103AL-W	10,000	GATX 87065, 87067, 87069.	14,351.00	11,034.00	33,102.00	4-1958	4-1958
1 Tank Car	DOT 103B-W	8,000	GATX 72418.	10,281.00	6,801.00	6,801.00	12-1957	12-1957
1 Tank Car	DOT 103B-W	8,000	GATX 72472.	11,460.00	10,057.00	10,057.00	7-1959	7-1959
1 Tank Car	DOT 103B-W	10,000	GATX 81602.	12,622.00	12,483.00	12,483.00	1-1961	1-1961
1 Tank Car	DOT 105A300-W	5,900	GATX 76278.	9,854.00	5,651.00	5,651.00	9-1956	9-1956
2 Tank Cars	DOT 105A300-W	11,000	GATX 72252, 72582.	11,104.00	7,346.00	14,692.00	8-1957	8-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 72577.	11,104.00	7,346.00	7,346.00	7-1957	7-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 80403.	11,371.00	8,743.00	8,743.00	6-1958	6-1958
1 Tank Car	DOT 105A500-W	3,100	GATX 80017.	10,614.00	8,161.00	8,161.00	12-1958	12-1958
2 Tank Cars	DOT 105A500-W	3,100	GATX 80031, 80032.	9,808.00	7,433.00	14,866.00	2-1959	2-1959
1 Tank Car	DOT 105A500-W	3,100	GATX 80056.	10,101.00	8,864.00	8,864.00	6-1959	6-1959
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99872.	15,161.00	23,130.00	23,130.00	7-1966	7-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99997.	16,618.00	25,353.00	25,353.00	8-1966	8-1966

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 64
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-2	10,000	GATX 83101.	\$13,055.00	\$10,038.00	\$ 10,038.00	4-1958	4-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80402.	11,371.00	8,743.00	8,743.00	6-1958	6-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80408.	11,371.00	8,743.00	8,743.00	7-1958	7-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 83102.	13,055.00	10,038.00	10,038.00	4-1958	4-1958
2 Tank Cars	ICC 103-W	10,000	GATX 82146, 82149.	10,809.00	8,311.00	16,622.00	12-1958	12-1958
1 Tank Car	ICC 111A100-W-1	12,500	GATX 38692.	24,540.00	37,439.00	37,439.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	12,500	GATX 98966.	16,954.00	24,961.00	24,961.00	1-1967	1-1967
1 Tank Car	ICC 111A100-W-1	15,000	GATX 64160.	15,826.00	24,144.00	24,144.00	9-1966	9-1966
1 Tank Car	ICC 111A100-W-1	16,000	GATX 99421.	17,634.00	25,962.00	25,962.00	1-1967	1-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 97671.	14,594.00	21,487.00	21,487.00	2-1967	2-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 97701.	15,406.00	23,503.00	23,503.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98769.	14,051.00	21,436.00	21,436.00	11-1966	11-1966
1 Tank Car	ICC 111A60AL-W	8,000	GATX 8236.	18,404.00	28,077.00	28,077.00	10-1966	10-1966
1 Tank Car	ICC 111A60AL-W	10,000	GATX 87583.	20,377.00	31,088.00	31,088.00	10-1966	10-1966
1 Tank Car	ICC 112A340-W	33,500	GATX 97274.	18,746.00	27,599.00	27,599.00	2-1967	2-1967

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 64
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
25 Tank Cars	DOT 111A100-W-1	20,000	GATX 39075-39099.	\$14,700.00	\$19,122.00	\$478,050.00	11-1963	11-1963
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 39100, 39101.	14,700.00	19,122.00	38,244.00	12-1963	12-1963
1 Tank Car	DOT 111A100-W-1	20,000	GATX 85701.	14,605.00	18,998.00	18,998.00	6-1963	6-1963
28						\$535,292.00		